

RECORDATION NO.

18443 CC
FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

JUL 17 '03

1-06 PM

SURFACE TRANSPORTATION BOARD

July 17, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 2 to Lease Supplement No. 5, dated as of July 15, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement No. 5 previously filed with the Commission under Recordation Number 18443.

The names and addresses of the parties to the enclosed document are:

Lessor: State Street Bank and
Trust Company
225 Asylum Street
Hartford, CT 06103

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Mr. Vernon A. Williams
July 17, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

2 railcars that were duplicated on prior schedules (CNW 490337 and CNW 490417)
are replaced by railcars CNW 490437 and CNW 490439

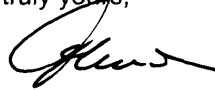
A short summary of the document to appear in the index follows:

Amendment No. 2 to Lease Supplement No. 5

Also enclosed is a check in the amount of \$30.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', written over a horizontal line.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 18443-CC FILED

AMENDMENT NO. 2 (CNW 1993-B)

JUL 17 '03 1-06 PM

Dated as of July 15, 2003

SURFACE TRANSPORTATION BOARD

to

LEASE SUPPLEMENT (CNW 1993-B) NO. 5

Dated as of February 28, 1994

between

STATE STREET BANK AND TRUST COMPANY, as successor in interest to Shawmut
Bank Corporation, National Association, Lessor

and

UNION PACIFIC RAILROAD COMPANY, as successor in interest to Chicago and
North Western Transportation Company, Lessee

CERTAIN OF THE RIGHT, TITLE AND INTEREST OF LESSOR IN AND TO THIS AMENDMENT NO. 2 TO LEASE SUPPLEMENT NO. 5, THE EQUIPMENT COVERED HEREBY AND THE RENT DUE AND TO BECOME DUE UNDER THE LEASE HAVE BEEN ASSIGNED AS COLLATERAL SECURITY TO, AND ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF, BNY MIDWEST TRUST COMPANY, SUCCESSOR IN INTEREST TO HARRIS TRUST AND SAVINGS BANK, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS INDENTURE TRUSTEE UNDER A TRUST INDENTURE AND SECURITY AGREEMENT (CNW 1993-B), DATED AS OF OCTOBER 14, 1993, BETWEEN SAID INDENTURE TRUSTEE, AS SECURED PARTY, AND THE LESSOR, AS DEBTOR. INFORMATION CONCERNING SUCH SECURITY INTEREST MAY BE OBTAINED FROM THE INDENTURE TRUSTEE AT ITS ADDRESS SET FORTH IN SECTION 27 OF THE LEASE. THIS AMENDMENT NO. 2 TO LEASE SUPPLEMENT NO. 5 HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS, ONLY THAT COUNTERPART TO BE DEEMED THE ORIGINAL COUNTERPART FOR CHATTEL PAPER PURPOSES CONTAINS THE RECEIPT THEREFOR EXECUTED BY BNY MIDWEST TRUST COMPANY, AS INDENTURE TRUSTEE, ON THE SIGNATURE PAGES THEREOF. SEE SECTION 33 OF THE LEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE ORIGINAL HOLDER AND THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11303, and
deposited in the office of the Registrar General of Canada pursuant to Section 90 of the
Railway Act of Canada.

AMENDMENT NO. 2 (CNW 1993-B)

TO

LEASE SUPPLEMENT (CNW 1993-B) NO. 5

AMENDMENT NO. 2 (CNW 1993-B) dated as of July 15, 2003 to Lease Supplement (CNW 1993-B) no. 5 dated as of February 28, 1994 (this "Amendment") between STATE STREET BANK AND TRUST COMPANY, as successor in interest to Shawmut Bank Connecticut, National Association, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor") and UNION PACIFIC RAILROAD COMPANY, as successor in interest to Chicago and North Western Transportation Company ("Lessee");

WITNESSETH:

WHEREAS, Lessor and Lessee have heretofore entered into that certain Lease of Railroad Equipment (CNW 1993-B) dated as of October 14, 1993 (the "Lease") (unless otherwise defined herein, capitalized terms used herein shall have the meanings specified in Appendix A to the Lease);

WHEREAS, the Lease provides for the execution and delivery of Lease Supplements for the purpose of confirming the purchase by the Lessor and lease by Lessor to Lessee of the Units thereunder as and when purchased by Lessor in accordance with and subject to the terms of the Lease;

WHEREAS, the Lease was supplemented by Lease Supplement (CNW 1993-B) No. 1, dated as of November 30, 1993, Lease Supplement (CNW 1993-B) No. 2, dated as of December 30, 1993, Amendment No. 1 (CNW 1993-B) to Lease Supplement (CNW 1993-B) No. 2, dated as of December 30, 1993, Lease Supplement (CNW 1993-B) No. 3, dated as of January 28, 1994 ("Lease Supplement No. 3"), Lease Supplement (CNW 1993-B) No. 4, dated as of January 28, 1994, Lease Supplement (CNW 1993-B) No. 5, dated as of February 28, 1994 ("Lease Supplement No. 5"), and Amendment No. 1 (CNW 1993-B) to Lease Supplement (CNW 1993-B) No. 5, dated as of March 1, 1994;

WHEREAS, pursuant to Lease Supplement No. 5, Lessor confirmed delivery and leased to Lessee, and Lessee confirmed acceptance and leased from Lessor, the Units set forth on Schedules 1A and 1B thereto;


WHEREAS, at the time of the execution of Lease Supplement No. 5, one of the Units described on Exhibit 1A to Lease Supplement No. 5 and one of the Units described on Exhibit 1B to Lease Supplement No. 5 had already been delivered and leased to Lessee pursuant to Lease Supplement No. 3; and

WHEREAS, one Unit was mistakenly omitted from each of Exhibit 1A and Exhibit 1B to Lease Supplement No. 5.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this
Amendment to be duly executed and delivered on the day and year first above written.


LESSOR:

STATE STREET BANK AND TRUST
COMPANY, successor in interest to
Shawmut Bank Connecticut, National
Association, not in its individual capacity,
but solely as Owner Trustee

By: 
Name: Mark A. Forgetta
Title: Authorized Signatory

LESSEE:

UNION PACIFIC RAILROAD
COMPANY, successor in interest to
Chicago and North Western Transportation
Company

By: 
Name: Gary W. Grosz
Title: Assistant Treasurer

Receipt of the original counterpart of the
foregoing Amendment is hereby
acknowledged this ____ day of
_____, 2003.

BNY MIDWEST TRUST COMPANY,
successor in interest to Harris Trust and
Savings Bank

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this
Amendment to be duly executed and delivered on the day and year first above written.

LESSOR:

STATE STREET BANK AND TRUST
COMPANY, successor in interest to
Shawmut Bank Connecticut, National
Association, not in its individual capacity,
but solely as Owner Trustee

By: _____
Name: _____
Title: _____

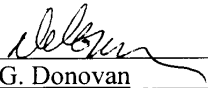
LESSEE:

UNION PACIFIC RAILROAD
COMPANY, successor in interest to
Chicago and North Western Transportation
Company

By: _____
Name: _____
Title: _____

Receipt of the original counterpart of the
foregoing Amendment is hereby
acknowledged this 9th day of July, 2003.

BNY MIDWEST TRUST COMPANY,
successor in interest to Harris Trust and
Savings Bank

By: 
Name: D. G. Donovan
Title: Assistant Vice President

State of Connecticut)
)
County of Hartford) ss

On this 9th day of July, 2003, before me, a notary public, personally appeared Mark A. Forrester, to me personally known, who being by me duly sworn says that he is the Authorized Signatory of State Street Bank and Trust Company and that the foregoing instrument was executed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(Notarial Seal)

Susan P. McNally
Notary Public

My Commission Expires:

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMM. EXPIRES MARCH 31, 2005

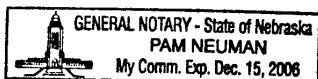
State of Nebraska)
)
County of Douglas) ss

On this 15th day of July, 2003, before me, a notary public, personally appeared Gary W. Gross, to me personally known, who being by me duly sworn says that he is the Asst. Treasurer of Union Pacific Railroad Company and that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Pam Neuman
Notary Public

My Commission Expires: 12-15-06



DUPLICATE RAILCARS:

CNW 490337

CNW 490417

REPLACEMENT RAILCARS:

CNW 490437

CNW 490439